

Shareholder information

**Form of proxy**

Surgical Innovations Group plc

You may submit your proxy electronically using the Share Portal service at [www.capitaregistrars.com/shareholders](http://www.capitaregistrars.com/shareholders). If not already registered for the Share Portal, you will need your Investor Code.

I/We, the undersigned, being (a) member/member(s) of Surgical Innovations Group plc, hereby appoint the Chairman of the Meeting or

Name of proxy .....Number of shares .....

(IN BLOCK CAPITALS PLEASE)

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Clayton Wood House, 6 Clayton Wood Bank, Leeds LS16 6QZ on 19 June 2013 at 2.00pm and at any adjournment thereof. I/We wish my/our proxy to vote as shown below in respect of the resolutions set out in the Notice of the Meeting.

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made.

For the appointment of one or more proxy, please refer to explanatory note 2 (overleaf).

	For	Against	Vote withheld*
1. To receive and adopt the annual report for the year ended 31 December 2012.			
2. To re-elect Mr M R Thornton as Director of the Company.			
3. To re-elect Mr D B Liversidge CBE as a Director of the Company.			
4. To re-elect Mr M J McMahon as a Director of the Company.			
5. To re-appoint Grant Thornton UK LLP as auditor of the Company and to authorise the Directors to determine the auditor's remuneration.			
6. To authorise the Board to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares.			
7. To empower the Board to allot equity securities for cash.			
8. To authorise the Company to make one or more market purchases of ordinary shares of 1p each in the capital of the Company (Ordinary Shares).			

If you want your proxy to vote in a certain way on the resolutions specified, please place an "X" in the appropriate box. If you fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the Meeting.

\* The "Vote withheld" option is to enable you to abstain on any particular resolution. However, it should be noted that a "Vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

Signed ..... Dated this ..... day of ..... 2013

Name .....

Address .....



## Shareholder information

# Form of proxy continued

Surgical Innovations Group plc

### Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his/her proxy to exercise all or any of his/her rights, to attend, speak and vote on their behalf at the Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see overleaf). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see overleaf) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given.
3. The "Vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 2.00pm on the day which is two days before the day of the Meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 48 hours before the time appointed for holding the Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. The completion and return of this form will not preclude a member from attending the Meeting and voting in person. If you attend the Meeting in person, your proxy appointment will automatically be terminated.
7. To be effective, all votes must be lodged not less than 48 hours before the time of the Meeting at the office of the Company's registrars at: Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

